CORPORATIONS — DIRECTORS — LIABILITY OF DIRECTORS FOR EXCESSIVE SALARIES PAID TO THEMSELVES AND OTHER EMPLOYEES. — The directors of a corporation paid an extra nine per cent dividend to all stockholders who were employees. The dividends were regarded by the court as additional salaries. The directors showed no satisfactory reason for such a discrimination in salaries or dividends. The plaintiff, a minority stockholder, brought a representative action against the directors to recover for the corporation the money thus expended. *Held*, that the directors are liable for the extra salaries paid to themselves, but not liable for the sums paid to other employees. *Godley* v. *Crandall & Godley Co.*, 48 N. Y. L. J. 1651 (N. Y. App. Div., Dec., 1912).

The directors of a corporation have no power to vote themselves salaries. *Mallory* v. *Mallory Wheeler Co.*, 61 Conn. 131; *Butts* v. *Wood*, 37 N. Y. 317. If they appropriate salaries so voted it is clear that a stockholder may maintain a representative action against them to recover the money for the corporation. *Jacobson* v. *The Brooklyn Lumber Co.*, 184 N. Y. 152, 76 N. E. 1075; *Eaton* v. *Robinson*, 18 R. I. 396, 27 Atl. 595. Furthermore, a director who permits his subordinates to misappropriate corporate funds is personally responsible for their peculations. *Latimer* v. *Veader*, 20 N. Y. App. Div. 418, 46 N. Y. Supp. 823. So is a director who wilfully or negligently permits an exorbitant salary to be paid to a relative whom he has induced the corporation to employ. *Mutual Life Ins. Co.* v. *McCurdy*, 118 N. Y. App. Div. 815, 827, 103 N. Y. Supp. 829, 837. *Cf. Doe* v. *Northwestern Coal and Transportation Co.*, 78 Fed. 62. Or a director who pays an officer for past services, performed for another consideration already given. *Ellis* v. *Ward*, 137 Ill. 509, 25 N. E. 530. The principal case presents an analogous situation. If the dividends are "extra salaries" for the directors, they must be "extra salaries" for the other stockholding employees. No corresponding addition in the quality or quantity of work is received by the corporation in return. Clearly such payments by the directors are a breach of their fiduciary duty for which also they should be held personally liable. See 25 HARV. L. REV. 553.

CORPORATIONS — JURISDICTION OF EQUITY TO INTERFERE WITH INTERNAL MANAGEMENT OF FOREIGN CORPORATION. — A director of a foreign corporation filed a petition for a mandamus to compel his fellow directors to permit his inspection of certain books of the company. The residence of the parties and the office where the books were kept were in the local jurisdiction. *Held*, that a mandamus will issue. *Machen* v. *Machen & Mayer Electrical Mfg. Co.*, 85 Atl. 100 (Pa.).

The rule has often been stated that, although the parties and the subject matter may be before the court, equity has no jurisdiction where the internal affairs of a foreign corporation are in question. *Condon* v. *Mutual Reserve Fund Life Association*, 89 Md. 99, 42 Atl. 944; *Taylor* v. *Mutual Reserve Fund Life Association*, 97 Va. 60, 33 S. E. 385. This rule seems to be approved in the principal case as a necessary qualification to granting the relief desired. Admittedly such an assumption of internal control as appointing a receiver is exclusively within the jurisdiction of the home court, since the state which created may alone dissolve. *Parks* v. *United States Bankers' Corporation*, 140 Fed. 160; *Stafford & Co.* v. *American Mills Co.*, 13 R. I. 310. The reasons for the broad statement of the doctrine, however, seem confined to public expediency. See *Howell* v. *Chicago & North Western Ry. Co.*, 51 Barb. (N. Y.) 378; *State ex rel. Watkins* v. *North American, etc. Co.*, 106 La. 621, 631, 31 So. 172, 178. Under the broad rule a just claim may be defeated by a purely formal argument. But the jurisdiction of equity, where both parties are before the court, to decree the conveyance of foreign land has been generally conceded. *Gardner* v. *Ogden*, 22 N. Y. 327; *Penn* v. *Lord Baltimore*, 1 Ves. Sr. 444; *McGee*

v. *Sweeney*, 84 Cal. 100, 23 Pac. 1117. Furthermore, a recent tendency of equity jurisdiction is to permit decrees to operate even affirmatively in another state, whenever the substantial rights of the parties so require. *Rickey Land & Cattle Co.* v. *Miller*, 218 U. S. 258, 31 Sup. Ct. 11; *California Development Co.* v. *New Liverpool Salt Co.*, 172 Fed. 792. Where the local court can render an effective decree, it is submitted that the rule in question should be no bar to granting the relief. *State ex rel. Watkins* v. *North American, etc. Co., supra.*

CRIMINAL LAW — ATTEMPT — JURISDICTION. — A New Jersey statute made it a crime to advise another to register illegally as a voter. The accused, a resident of New Jersey, wrote a letter to a resident of Pennsylvania, advising him to register illegally as a voter in New Jersey. This letter was never received. Upon an indictment in New Jersey for the statutory crime, the jury found the defendant guilty of an attempt. *Held*, that the conviction should be set aside. *State* v. *Stow*, 84 Atl. 1063 (N. J.).

The criminal act aimed at by the statute is the communication of the advice. *Cf. Lindsay* v. *State*, 38 Oh. St. 507; *Foute* v. *State*, 15 Lea (Tenn.) 712; *Mills* v. *State*, 18 Neb. 575, 26 N. W. 354. But considering the serious character of the crime attempted, that part of the act in the jurisdiction of New Jersey, *i. e.*, mailing the letter, would seem to be sufficiently near to completion to be punishable as an attempt. But it is necessary that the physical act contemplated by the defendant should be a crime; for the attempt is only a wrong to the state because of its connection in the actor's mind with some actual crime. See *Regina* v. *McPherson*, Dears. & B. 197, 201. It has been held that this crime may be one against an adjoining state, at least if the act contemplated is criminal in both jurisdictions, perhaps because the attempt may otherwise escape punishment. *King* v. *Krause*, 18 T. L. R. 238. See *State* v. *Terry*, 109 Mo. 601, 622, 19 S. W. 206, 212; 15 HARV. L. REV. 672; 16 HARV. L. REV. 491, 507. In the principal case, however, the act contemplated is that of advising a man in Pennsylvania to register illegally in New Jersey, which is not a crime by any law.

CRIMINAL LAW — SPECIFIC INTENT — ASSAULT WITH INTENT TO KILL. — The defendant shot at A. with the intention of killing him, but accidentally hit and wounded B. He was indicted for assault with intent to kill B. under a statute which made criminal an assault with intent to kill. *Held*, that the defendant may be convicted under the indictment. *State* v. *Gallagher*, 85 Atl. 207 (N. J.).

The unintentional killing of one person in the attempt to kill another is murder. The requisite mental element, malice aforethought, exists in the general felonious intent. *Gore's Case*, 9 Co. 81 *a*. But when by statute specific intent is made a part of a crime, that particular intent must be proved. *State* v. *Taylor*, 70 Vt. 1, 39 Atl. 447; *Simpson* v. *State*, 59 Ala. 1. Thus a person intending to shoot A. but accidentally shooting B. cannot properly be convicted of assault upon B. with intent to kill him. *People* v. *Keefer*, 18 Cal. 636; *State* v. *Mulhall*, 199 Mo. 202, 97 S. W. 583. *Contra, Callahan* v. *State*, 21 Oh. St. 306. But in such case he may properly be convicted of assault upon B. with intent to kill, for an intent to kill anyone is then obviously sufficient. *State* v. *Thomas*, 127 La. 576, 53 So. 868. See *Mathis* v. *State*, 39 Tex. Cr. App. 549, 47 S. W. 464. Cases where A. shoots at B. supposing him to be C. should also be distinguished, for there is a specific intent to kill the man shot at. *Regina* v. *Smith*, Dears. C. C. 559; *McGehee* v. *State*, 62 Miss. 772. A proper indictment would have been possible under the statute in the principal case which requires only an intent to kill. N. J. P. L. 1906, p. 430; *State* v. *Thomas, supra.* Where the indictment goes beyond the statute in requiring an intent to kill the person hit, the weight of authority holds that such must be proved. *State* v. *Shanley*,